



BHAGYANAGAR INDIA LIMITED

ISO-9001-2008 Certified Company

Registered Office :

Plot No. 9/13/1 & P-9/14, I.D.A. Nacharam,
Hyderabad -500 076, Telangana, India.

Tel. : +91 40 27152861, 27151278

Fax : +91 40 27172140, 27818868

Email : bil@surana.com

Website : www.bhagyanagarindia.com

CIN No. : L27201TG1985PLC012449

BIL/SECT/17/2026-27

Date: 30th June, 2026

| | |
|---|--|
| The Secretary, National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 | The Secretary, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 |
| Scrip Code: BHAGYANGR | Scrip Code: 512296 |

Dear Sir/Madam,

Sub: Notice of 01/2026-27 Extra Ordinary General Meeting scheduled to be held on Thursday, 23rd July 2026, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

We wish to inform you that the 01/2026-27 **Extra Ordinary General Meeting (EGM/Meeting)** of the Company is scheduled to be held on **Thursday, 23rd July 2026, at 11:00 A.M. IST** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the circulars / notifications issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India to transact the business, as set forth in the Notice convening the Meeting.

The schedule for the EGM is given below:

| Sr.No. | Event | Day & Date & Details | Time |
|--------|---|---|-----------------|
| 1 | Cut-off Date to vote on the proposed resolution | Thursday, 16 th July, 2026 | - |
| 2 | Remote e-voting commencement | Monday, 20 th July 2026 | 9:00 a.m. (IST) |
| 3 | Remote e-voting ends | Wednesday, 22 nd July, 2026 | 5:00 p.m. (IST) |
| 4 | E-voting Website | https://evoting.kfintech.com/ | - |

**Note: Further, the voting shall also be available during the EGM.*

Please note that the Notice convening the EGM is being sent to all members in electronic mode.

The aforementioned Notice of the EGM shall also be available on the website of the Company i.e., <https://www.bhagyanagarindia.com>.

Kindly take the above on record.

Thanking you
Yours faithfully,
For **BHAGYANAGAR INDIA LIMITED**

DEVENDRA SURANA
MANAGING DIRECTOR
DIN-00077296
Encl/A:





BHAGYANAGAR INDIA LIMITED

(CIN- L27201TG1985PLC012449)

Regd. Off: Plot No. P-9/13/1 & P-9/14 IDA, Nacharam, Hyderabad, - 500076.

Tel: +91-040-27152861/27151278, Fax: +91-040-27172140

Website: www.bhagyanagarindia.com e-mail: cs@surana.com

NOTICE OF THE 01 /2026-27 EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the 01/2026-27 Extra Ordinary General Meeting ('EGM') of the Members of Bhagyanagar India Limited ("Company") will be held through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") on Thursday, July 23, 2026 at 11:00 A.M. in accordance with the applicable provisions of the Companies Act, 2013 read with relevant MCA Circulars, to transact the following businesses:

Sub: Issue of upto 15,01,434 Equity shares on Preferential Basis to certain Qualified Institutional Buyers / other than Qualified Institutional Buyers 'Non-Promoter Category'

To consider and, if thought fit, to pass the following resolution as a *Special Resolution*:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed ("**Stock Exchanges**"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**Takeover Regulations**") as amended, the Foreign Exchange Management Act, 1999 as amended, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("**RBI**"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the approval of the Members of the Company be and is hereby accorded to issue, offer and allot, from time to time and in one or more tranches on a preferential basis, up to **15,01,434** Equity Shares of face value of Rs. 2/- (Rupees Two Only) each for cash, at an issue price of Rs. **348.00/-** (Rupees Three Hundred and Forty Eight Only) per Equity Share including premium of Rs. **346.00/-** (Rupees Three Hundred and Forty Six Only) per share, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. **52,24,99,032.00/-** (Rupees Fifty Two Crores Twenty Four Lacs Ninety Nine Thousand and Thirty Two Only), to the below mentioned Qualified Institutional Buyers belonging to the Non-Promoter category ("**QIB Investors**") and/or other than Qualified Institutional Buyers belonging to the Non-Promoter category ("**Non-QIB Investors**") and upon such terms and conditions as may be deemed appropriate by the Board and stipulated in the explanatory statement annexed hereto, in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws, in the manner as follows ("Preferential Issue"):

| Sr. No. | Name | QIB Investor / Non-QIB Investor | Promoter/ Non-Promoter Category | Proposed number of Equity Shares to be issued |
|---------|--|---------------------------------|---------------------------------|---|
| 1. | LC Pharos Multi Strategy Fund VCC - LC Pharos Multi Strategy Fund SF 1 | QIB Investor | Non-Promoter | 5,74,712 |

| | | | | |
|----|---------------------------------------|------------------|--------------|----------|
| 2. | Niveshaay Hedgehogs Fund | QIB Investor | Non-Promoter | 5,74,712 |
| 3. | Ashika Global Finance Private Limited | QIB Investor | Non-Promoter | 57,471 |
| 4. | Mr. Ajay Pancholi | Non-QIB Investor | Non-Promoter | 1,00,862 |
| 5. | Mr. Ashok Atluri | Non-QIB Investor | Non-Promoter | 1,14,942 |
| 6. | Mrs. Gulab Shrimal | Non-QIB Investor | Non-Promoter | 50,000 |
| 7. | Mr. Apurva Mahesh Shah | Non-QIB Investor | Non-Promoter | 28,735 |

“RESOLVED FURTHER THAT in terms of the provisions of the ICDR Regulations, the “Relevant Date” for determining the issue price of Equity Shares is **June 23, 2026** being the date 30 (thirty) days prior to the date of proposed Extra Ordinary General Meeting;

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of Equity Shares to the QIB Investors and Non-QIB Investors under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

- The allotment of Equity Shares by the Company to the Investors pursuant to this resolution shall be made within a period of 15 (fifteen) days from the date of receipt of approval of the shareholders, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 (fifteen) days shall be counted from the last date of receipt of such approval or permission, as specified under Regulation 170 of the SEBI ICDR Regulations;
- The QIB Investors and Non-QIB Investors shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations;
- The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;
- The Equity Shares to be issued and allotted to the QIB Investors and Non-QIB Investors pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;
- Allotment of Equity Shares under the Preferential Issue shall only be made in dematerialized form;
- The allotment of Equity Shares is proposed to be completed within the time limit prescribed under Chapter V of the SEBI ICDR Regulations;
- The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects, including with respect to dividend and voting powers, from the date of allotment and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

“RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the name and details of the QIB Investors and Non-QIB Investors in Form PAS-5 and make an offer to the QIB Investors and Non-QIB Investors through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Companies Act and the SEBI ICDR Regulations containing the terms and conditions (“Offer Document”) after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws;

“RESOLVED FURTHER THAT monies received by the Company from QIB Investors and Non-QIB Investors pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company with a scheduled commercial bank and shall be utilized by the Company in compliance with Section 42 of the Companies Act;

“RESOLVED FURTHER THAT the members hereby take note of the certificate dated 30th June, 2026 from Vikas Sirohiya, Partner, P.S. Rao & Associates (M. No.: 15116), Practicing Company Secretaries, certifying that the Preferential Issue of the Equity Shares is being made in accordance with the SEBI ICDR Regulations;

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of

Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Devendra Surana (DIN: 00077296) the Managing Director, and / or Mr. Surendra Bhutoria, the Chief Financial Officer and Mr. Sanjay Singh Rathore, the Company Secretary & Compliance Officer of the Company be and is hereby authorized severally on behalf of the Company to apply to Stock Exchanges for obtaining in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, if any, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue, as may be necessary for the purpose and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds as may be required and deemed fit in order to give effect to the said resolution and further authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/Chief Financial Officer/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution;

“RESOLVED FURTHER THAT all actions taken by the Board or its committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.”

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other related circulars including General Circular No. 09/2023 dated September 25, 2023 (“MCA Circulars”) and the latest being 03/2025 dated September 22, 2025 permitted the holding of EGM through Video Conferencing/ Other Audio Visual Means (“VC/ OAVM”) facility without the physical presence of the Members at a common venue. In compliance with the MCA Circulars read with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), EGM of the Company is being held through VC/ OAVM facility. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of e-voting to its members in respect of the special business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with KFin Technologies Limited for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting, participation in the EGM through VC/OAVM and the e-voting system on the date of the EGM will be provided by Kfintech.
3. For the convenience of the members and proper conduct of the EGM, Members can login and join the EGM in the VC/OAVM mode at least 15 (fifteen) minutes before the time scheduled for the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013. The EGM is being held pursuant to the MCA Circulars through VC/ OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG

format) of the Board Resolution authorizing its representatives to attend and vote at the EGM, pursuant to Section 113 of the Act, at cs@surana.com

5. In line with the Circulars issued by the Ministry of Corporate Affairs (MCA) and Circulars issued by SEBI, owing to the difficulties involved in dispatching of physical copies, Notice of EGM are being sent in electronic mode to Members whose names appear on the Register of Members/List of Beneficial owners as received from Kfintech and whose email address is available with the Company or the Depository Participants or RTA of the Company as on June 26, 2026.
6. Members may note that, Notice of the EGM can also be accessed from the website of the Company at www.bhagyanagarindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of Kfintech (agency for providing the Remote e-Voting facility) i.e. (<https://evoting.kfintech.com>) Kfintech.
7. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the EGM is annexed herewith. The Board of Directors (“the Board”) has considered and decided to include the special business in the EGM.
8. SEBI vide its notification(s)/ circular(s) dated June 8, 2018, November 30, 2018 and January 24, 2022, mandated that securities of listed companies can be transferred only in dematerialized form. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialization, Members holding shares in physical form are requested to dematerialize the shares held by them in physical form.
9. Members holding the shares in physical form are requested to notify immediately any update/ change of address and/or details of PAN and Bank account to KFin Technologies Limited., the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialized form, the information regarding change/ update of address, details of bank and PAN should be given to their respective Depository Participant.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
11. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system during the EGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such e-voting facility is in addition to e voting that will take place during the EGM being held through VC/OAVM.
12. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting during the EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also join the EGM through VC but shall not be entitled to cast their vote again.
13. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent (‘RTA’), KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India. The following is the procedure given below:

In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/ Depositories, log in details for e-voting are being sent on the registered email address. In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories, the following instructions to be followed:

- a. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@surana.com.
- b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR,(self-attested scanned copy of Aadhar Card) to cs@surana.com .
- c. Alternatively, member may send an e-mail request to einward.ris@kfintech.com @nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.

- d. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants.
- e. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, M/s. KFin Technologies Limited to enable servicing of notices / documents electronically to their e-mail address.
14. Members holding shares in physical form are requested to submit particulars of their bank account viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to M/s. KFin Technologies Limited /Company to update their Bank Account Details.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to. KFin Technologies Limited.
16. Members who hold shares in the dematerialized form are requested to update their Bank Account details with their respective Depository Participants. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company or KFin Technologies Limited cannot act on any request received directly from the Members holding shares in Demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
17. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to July 16, 2026 ("Cut-Off date"), shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned hereinafter.
18. The remote e-voting period will commence at 09:00 A.M. on July 20, 2026 and will end at 05:00 p.m. on July 22, 2026. In addition, the Members attending the EGM who have not cast their vote by remote e- voting shall be eligible for e-voting at the EGM. The Members desiring to vote through e-voting are requested to refer to the detailed procedure given hereinafter.
19. The Board of Directors has appointed Mr. Vikas Sirohiya, Partner, P S Rao & Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
20. Members who would like to ask questions/express their views on the business item to be transacted at the EGM can send their questions / comments in advance by visiting URL <https://emeetings.kfintech.com> and clicking on the tab 'Post your Queries' during the period starting from 18th July 2026 to (9.00 a.m. IST) to 22nd July, 2026 (5.00 p.m. IST) mentioning their name, demat account no. / Folio no., Email Id., mobile number etc. The queries so raised must also be mailed to cs@surana.com. The queries should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
21. A Copy of Memorandum and Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders at the Registered office of the company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to cs@surana.com. till the date of EGM.
22. The Scrutinizer shall after the conclusion of e voting during the general meeting, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bhagyanagarindia.com, websites of the Company's Registrar and Share Transfer Agents, KFinTech at <https://evoting.kfintech.com/>. within two days of the passing of the resolution at the EGM of the Company and shall also be communicated to the Stock Exchanges, BSE Limited and NSE where the shares of the Company are listed.
24. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

25. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic / Demat form, members may please contact their respective Depository Participants.
26. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
27. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the RTA.
28. In case of joint holders attending the EGM together, only holder whose name appearing first will be entitled to vote.
29. SEBI has mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code, email address, mobile number, bank account details and specimen signature) and nomination details by holders of securities in physical form.
30. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
31. All the documents including registers of directors and KMP and their shareholding (Section 70), Register of contracts or arrangements (Section 189), Register of Members etc. are open for inspection during the business hours of the company on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above-mentioned registers as required by the member/s may be shared electronically i.e. scanned copy of the same on request received from the member in this regard through their registered email ids with the company.

EVOTING INSTRUCTIONS:





I. Login method for e-voting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants (“DPs”) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login method |
|--|--|
| Individual shareholders holding securities in demat mode with NSDL | <p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser and type the following URL: https://eservices.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider |

| | |
|--|---|
| | <p>- KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.</p> <p>B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> |
| | <p>D. NSDL Speede Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> |
| <p>II. Individual Shareholders holding securities in demat mode with CDSL</p> | <p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi 2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote. <p>B. Users who have not opted for Easi/Easiest: Option to register for Easi/Easiest is available at www.cdslindia.com Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech. |

| | |
|--|--|
| Individual Shareholders (holding securities in demat mode) logging through their depository participant(s) | <ol style="list-style-type: none"> 1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. 3. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period. |
| Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites. | |
| Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL: | |
| Members facing any technical issue - NSDL | Members facing any technical issue – CDSL |
| Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33 |

III. Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

1. Initial password is provided in the body of the e-mail.
2. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
3. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
4. After entering the details, click on LOGIN.
5. You will reach the password change menu wherein, you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT, i.e., **Bhagyanagar India Limited**
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut- off date. You may also choose theoption 'ABSTAIN', in which case, the shares held will not be counted under either head.
9. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.
10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have

voted on all the resolutions.

Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at cs@surana.com/vikasacs1999@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the

**By the Order of the Board of Directors
Bhagyanagar India Limited**

Sd/-
Devendra Surana
Managing Director
DIN : 00077296

Place : Hyderabad

Date : 30.06.2026

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “**Companies Act**”), the following explanatory statement sets out all material facts relating to the Special businesses as mentioned in the accompanying Notice.

The Board of Directors of the Company (“Board”) at its meeting held on Tuesday 30th June, 2026, inter alia approved raising funds through issuance of up to 15,01,434 fully paid-up equity shares aggregating up to Rs. 52,24,99,032.00 /- (**Rupees Fifty Two Crores Twenty Four Lacs Ninety Nine Thousand and Thirty Two Only**), by way of a preferential issue through private placement offer (“Preferential Issue”), subject to the shareholders’ approval, to certain Qualified Institutional Buyers (“QIB Investors”) and other than Qualified Institutional Buyers (“Non QIB Investors”) under Non-Promoter (Public) Category.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“**ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of shareholders of the Company is being sought by way of special resolution on Preferential Issue at its Extra Ordinary General Meeting (“**EGM**”) through Video Conferencing or Other Audio-Visual Means (“**VC/OAVM**”).

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI ICDR Regulations and applicable provisions of the Companies Act. The material terms of the proposed Preferential Issue of the equity shares are stipulated in the resolution, forming part of the Notice hereto and this explanatory statement.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

I. Objects of the Preferential Issue

The Company intends to utilize the proceeds raised through the issue of Equity Shares (“Issue Proceeds”) towards **Working Capital Requirements** and general corporate purposes.

II. Utilization of Net Proceeds

| Sr. No. | Particulars | Total estimated amount to be utilized (Rs. INR) | Tentative timelines for utilization of net proceeds from the date of receipt of funds |
|---------|-------------|---|---|
| | | | |

| | | | |
|---|------------------------------|---------------------|-------------------------------|
| 1 | Working capital Requirements | 42,24,99,032 | Within Financial Year 2026-27 |
| 2 | General corporate purposes | 10,00,00,000 | |
| | TOTAL | 52,24,99,032 | |

III. Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, pending utilization of the proceeds from the Preferential Issue, the Company may invest such proceeds in deposits in scheduled commercial banks, government securities, money/debt market instruments as permitted under applicable laws. Company further undertakes that the unutilized proceeds shall not be invested in capital-eroding and high-risk taking instruments and all other investment shall be done in compliance with applicable laws.

IV. Monitoring of Utilization of Funds

Given that the issue size in terms of Regulation 162A of the SEBI ICDR Regulations, the Company is not required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue.

V. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board at their meeting held on 30th June, 2026, has, subject to approval of the members of the Company (“Members”) and such other approvals as may be required, approved the issue of up to **15,01,434** Equity Shares having face value of INR 2/- each of the Company to QIB Investors and Non-QIB Investors belonging to “Non-Promoter Category”, at an issue price of INR **348.00** /-each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the Equity shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity shares.

- up to **12,06,895**, fully paid-up equity shares of the Company of face value of Rs. **2/-**, each (Rupees Two Only) for cash at issue price of Rs. **348.00/-**, (Rupees Three Hundred and Forty Eight Only) (includes premium of Rs. **346.00/-** per Equity Share aggregating to an amount up to Rs.41,99,99,460.00/- (Rupees Forty One Crores Ninety Nine Lacs Ninety Nine Thousand Four Hundred and Sixty Only), to 3 (three) QIB Investors (“**Non-Promoter category**”) and
- up to **2,94,539**, fully paid-up equity shares of the Company of face value of Rs. **2/-**, each (Rupees Two Only) for cash at issue price of Rs. **348.00/-**, (Rupees Three Hundred and Forty Eight Only) (includes premium of Rs **346.00/-** per Equity Share aggregating to an amount up to Rs 10,24,99,572.00/- (Rupees **Ten Crores Twenty Four Lacs** Ninety Nine Thousand Five Hundred and Seventy Two only) to 4 (Four) Non-QIB Investors (“**Non-Promoter Category**”) as mentioned below:

| Sr. No. | Name | QIB Investor / Non-QIB Investor | Promoter/ Non-Promoter Category | Proposed number of Equity Shares to be issued |
|---------|--|---------------------------------|---------------------------------|---|
| 1. | LC Pharos Multi Strategy Fund VCC - LC Pharos Multi Strategy Fund SF 1 | QIB Investor | Non-Promoter | 5,74,712 |
| 2. | Niveshaay Hedgehogs Fund | QIB Investor | Non-Promoter | 5,74,712 |
| 3. | Ashika Global Finance Private Limited | QIB Investor | Non-Promoter | 57,471 |
| 4. | Mr. Ajay Pancholi | Non-QIB Investor | Non-Promoter | 1,00,862 |
| 5. | Mr. Ashok Atluri | Non-QIB Investor | Non-Promoter | 1,14,942 |
| 6. | Mrs. Gulab Shrimal | Non-QIB Investor | Non-Promoter | 50,000 |
| 7. | Mr. Apurva Mahesh Shah | Non-QIB Investor | Non-Promoter | 28,735 |

VI. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

None of the promoters, directors, key management personnel, or senior management of the issuer intends to subscribe to the said offer.

VII. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to the 'Non-Promoter Category' is likely to be as follows:

| Category | Pre-issue No. of shares held | Pre-issue percentage of shareholding | Post-issue No. of shares held | Post-issue percentage of shareholding |
|--|------------------------------|--------------------------------------|-------------------------------|---------------------------------------|
| Promoters' holding(A) | | | | |
| Indian | | | | |
| Individual | 17,154,357 | 53.62 | 17,154,357 | 51.21 |
| Bodies Corporate /Financial Institution | 48,86,127 | 15.28 | 48,86,127 | 14.59 |
| Sub-total | 22,040,484 | 68.90 | 22,040,484 | 65.80 |
| Foreign Promoters | - | - | - | - |
| Sub-total (A) | 22,040,484 | 68.90 | 22,040,484 | 65.80 |
| Non-promoters 'holding (B) | | | | |
| Institutional Investors (Domestic) | 64,282 | 0.20 | 6,96,465 | 2.08 |
| Institutional Investors (Foreign) | 2,60,110 | 0.81 | 8,34,822 | 2.49 |
| Non-Institutional Investors | 6,33,008 | 1.98 | 6,33,008 | 1.89 |
| Private corporate bodies | 4,53,461 | 1.41 | 4,53,461 | 1.35 |
| Directors and relatives | 7,069 | 0.02 | 7,069 | 0.02 |
| Indian public | 83,18,269 | 26.00 | 86,12,808 | 25.71 |
| Others (including Non-resident Indians (NRIs)) | 2,18,317 | 0.68 | 2,18,317 | 0.65 |
| Sub-total (B) | 99,54,516 | 31.10 | 1,14,55,950 | 34.20 |
| Grand Total | 3,19,95,000 | 100 | 3,34,96,434 | 100 |

Notes:

- Promoters' holding includes 12,73,335 equity shares, (3.97%), which were transferred to the demat account of Bhagyanagar Copper Private Limited, not constituting sale / purchase in strict sense, in order to facilitate creation of pledge.
- Proposed Investors i.e. QIBs are categorized in the Institutional Investors (Foreign / Domestic) and Non-QIB is categorized in the Indian Public Category
- Pre-issue shareholding has been taken as per the latest available Benpos, i.e., as on June 26,2026.

VIII. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, preferential allotment of said Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, or in-principle approval from NSE/ BSE the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals or permissions.

IX. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

Company has not made any preferential allotment during the current financial year 2026-27.

X. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the Proposed Allottee(s):

| Sr. No. | Name | Identity of natural persons who are Ultimate Beneficial Owner of and/ or control the Proposed Allottee |
|---------|--|--|
| | QIB | |
| 1. | LC Pharos Multi Strategy Fund VCC - LC Pharos Multi Strategy Fund SF 1 | Tang Kar Wai, Audrey |

| | | |
|----|---------------------------------------|--|
| 2. | Niveshaay Hedgehogs Fund | Not Applicable |
| 3. | Ashika Global Finance Private Limited | Mr. Pawan Jain Mr. Shashi Jain Mr. Daulat Jain |
| | Non-QIB | |
| 4. | Mr. Ajay Pancholi | Not Applicable |
| 5. | Mr. Ashok Atluri | Not Applicable |
| 6. | <u>Mrs. Gulab Shrimal</u> | Not Applicable |
| 7. | Mr. Apurva Mahesh Shah | Not Applicable |

XI. Consequential changes in the Voting Rights and change in control, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control of the Company. However, voting rights will change in proportion to the change in shareholding.

BHAGYANAGAR INDIA LIMITED

XII. The percentage of the post-preferential issue that may be held by the Proposed Allottees:

| Sr. No. | Name | Category | Pre-Issue % Holding | Number of Equity Shares proposed to be allotted | Post Issue % Holding |
|---------|--|----------------------|---------------------|---|----------------------|
| 1. | LC Pharos Multi Strategy Fund VCC - LC Pharos Multi Strategy Fund SF 1 | QIB/Non-promoter | NIL | 5,74,712 | 1.72 |
| 2. | Niveshaay Hedgehogs Fund | QIB/Non-promoter | NIL | 5,74,712 | 1.72 |
| 3. | Ashika Global Finance Private Limited | QIB/Non-promoter | NIL | 57,471 | 0.17 |
| 4. | Mr. Ajay Pancholi | Non-QIB/Non-promoter | NIL | 1,00,862 | 0.30 |
| 5. | Mr. Ashok Atluri | Non-QIB/Non-promoter | NIL | 1,14,942 | 0.34 |
| 6. | Mrs. Gulab Shrimal | Non-QIB/Non-promoter | NIL | 50,000 | 0.15 |
| 7. | Mr. Apurva Mahesh Shah | Non-QIB/Non-promoter | NIL | 28,735 | 0.09 |
| | Total | | | 15,01,434 | 4.49 |

XIII. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

Not applicable as the preferential issue will be undertaken for cash consideration.

XIV. The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the Proposed Allottees belonging to Non-Promoter Category as detailed above.

XV. Lock-in Period:

- Equity Shares to be issued and allotted on preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential shareholding of the allottees, if any, shall be locked in from the relevant date upto a period of 90 trading days from the date of trading approval in terms of provisions of Regulation 167(6) of SEBI ICDR Regulations, 2018.

XVI. Basis or justification for the price (including premium, if any) has been arrived at:

The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The existing Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations. NSE, being the Stock Exchange where the shares are frequently traded with higher trading volumes has been considered for determining the price in terms of the ICDR Regulations.

Pricing for allotment on preferential basis

| QIB Allottees | Non-QIB Allottee |
|---|---|
| In terms of the ICDR Regulations, the minimum price at which the Equity Shares can be issued is Rs. <u>347.67</u> per Equity Share to qualified institutional buyer (not exceeding 5(five) in number) which is a price not less than the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date | In terms of the ICDR Regulations, the minimum price at which the Equity Shares can be issued is Rs.347.67 per Equity Share, as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issues and is the highest of the following: i. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e. Rs.227.65 per Equity Share or ii. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e. Rs. 347.67 per Equity Share. |

The Articles of Association of the Company do not prescribe a particular method to determine the price of the Preferential Issue.

XVII. Relevant Date

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue is **June 23, 2026** being the date thirty (30) days prior to the date of EGM i.e. **July 23, 2026**.

XVIII. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in restrictions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

XIX. Principal terms of assets charged as securities:

Not Applicable

XX. Undertakings:

- None of the Company, its directors or promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- It is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and
- It is eligible to make the Preferential Issue to its proposed allottees under Chapter V of the ICDR Regulations.
- Company confirms that the issue proceeds shall not be utilized for investment in any Virtual Digital Assets.

XXI. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

Not Applicable

XXII. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter/ class or classes of persons to whom the allotment is proposed to be made:

| Sr. No | Name | Current Status | Post issue Status |
|--------|--|----------------|-------------------|
| 1 | LC Pharos Multi Strategy Fund VCC - LC Pharos Multi Strategy Fund SF 1 | Non-Promoter | Non-Promoter |
| 2 | Niveshaay Hedgehogs Fund | Non-Promoter | Non-Promoter |
| 3 | Ashika Global Finance Private Limited | Non-Promoter | Non-Promoter |
| 4 | Mr. Ajay Pancholi | Non-Promoter | Non-Promoter |
| 5 | Mr. Ashok Atluri | Non-Promoter | Non-Promoter |
| 6. | <u>Mrs. Gulab Shrimal</u> | Non-Promoter | Non-Promoter |
| 7 | Mr. Apurva Mahesh Shah | Non-Promoter | Non-Promoter |

XXIII. Practicing Company Secretary's Certificate:

The certificate from Vikas Sirohiya, Partner, P.S. Rao & Associates (Membership No.: 15116), Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said Preferential Issue. A copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://bhagyanagarindia.com/wp-content/uploads/2026/06/Certificate-form-Practicing-Company-Secretary.pdf>

XXIV. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:

None of the Directors or Key Managerial Personnel and/ or their relatives, is in any way, concerned or interested, financially or otherwise, in the above resolution, except to their shareholding in the Company.

Accordingly, the approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution in the accompanying notice for your approval.

**By the Order of the Board of Directors
Bhagyanagar India Limited**

**Sd/-
Devendra Surana
Managing Director
DIN : 00077296**

Place : Hyderabad

Date : 30.06.2026

BHAGYANAGAR INDIA LIMITED

BHAGYANAGAR INDIA LIMITED